

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
RESIDENTIAL CAPITAL, LLC, *et al.*, : Case No. 12-12020 (MG)
Debtors. : Jointly Administered
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**AMENDMENT TO JOINT SCHEDULING ORDER REGARDING
LIMITED OBJECTION OF FINANCIAL GUARANTY INSURANCE COMPANY
TO DEBTORS' SALE MOTION AND ASSUMPTION NOTICE**

This amendment (the “Amendment”) to the Joint Scheduling Order (defined below) is entered into by and among the debtors and debtors-in-possession in the above-captioned cases (the “Debtors”), Financial Guaranty Insurance Company (“FGIC”), and Ocwen Loan Servicing, LLC (“Ocwen”, and together with the Debtors and FGIC, the “Parties”).

WHEREAS, on April 16, 2013, this Court entered the *Joint Scheduling Order Regarding Limited Objection of Financial Guaranty Insurance Company to Debtors' Sale Motion and Assumption Notice* [Docket No. 3449] (the “Joint Scheduling Order”);

WHEREAS, the Parties have agreed, subject to the approval of this Court, to enter into this Amendment solely to modify certain dates in the briefing schedule set forth in the Joint Scheduling Order;

WHEREAS, the Parties continue to negotiate in good faith with respect to an agreement upon Cure Amount and/or potential amendments to the FGIC Transactions.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the Parties as follows:

1. Paragraph 2(a) of the Joint Scheduling order is hereby amended to provide that (i) the Parties shall attempt in good-faith to agree upon a joint statement of stipulated facts on or before May 15, 2013; and (ii) if the parties succeed in agreeing upon stipulated facts after May 15 and before June 4, 2013, each party that has theretofore served and filed a declaration may, in its discretion, withdraw any such declaration or file a notice that designated portions of any such declaration have been superseded.

2. Paragraph 2(b) of the Joint Scheduling order is hereby amended to provide that the Debtors and the UCC shall file their reply to the FGIC Objection (solely as it pertains to the cure amounts for the Non Term-to-Term Transactions and FGIC's adequate assurance objection) and any declaration(s) in support thereof on or before May 20, 2013. Additionally, Ocwen shall file its brief, if any, on the adequate assurance issue and any declarations in support thereof on or before May 20, 2013.

3. Paragraph 2(c) of the Joint Scheduling order is hereby amended to provide that FGIC shall file its omnibus sur-reply in response to any reply filed by the Debtors, Ocwen, or the UCC, and any declarations in support of the FGIC Objection (solely as it pertains to the cure amounts for the Non Term-to-Term Transactions and FGIC's adequate assurance objection), on or before May 28, 2013.

4. The Parties agree that the joint status conference shall remain scheduled for May 29, 2013, as set forth in Paragraph 2(d) of the Joint Scheduling Order, and the scheduled hearing shall remain set for June 12, 2013, as set forth in Paragraph 2 of the Joint Scheduling Order.

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Dated: New York, New York
May 9, 2013

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APPROVED AND SO ORDERED

Dated: May 14, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge